

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

1-252A050

16432-E
RECORDATION NO. FILED ICC

SEP 9 1991 -2 22 PM
August 29, 1991
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Amendment 5 to Lease of Railroad Equipment dated January 25, 1989.

Please file this supplement as ICC Recordation 16432-E. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

Karen Rahnasto
Karen Rahnasto
Fleet Operations Administrator

Enclosures

KR:po

masters\icc\AMEND.F

SEP 9 2 20 PM '91
MOTOR OPERATING UNIT

Interstate Commerce Commission

Washington, D.C. 20423

9/10/91

OFFICE OF THE SECRETARY

Karen Rahmasto

Helm Financial Corporation

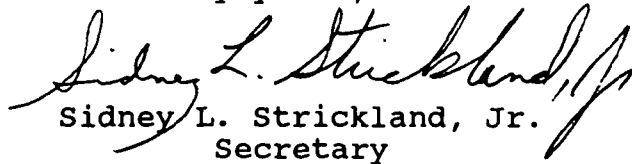
One Embarcadero Center

San Francisco, California 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/9/91 at 2:25pm, and assigned recordation number(s). 16432-E

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

Original

AMENDMENT 5

TO

LEASE OF RAILROAD EQUIPMENT

DATED JANUARY 25, 1989

REGISTRATION NO. 26432-1
SEP 9 1991 -2 22 PM
INTERSTATE COMMERCE COMMISSION

UNION PACIFIC RAILROAD COMPANY ("Lessee") and HELM LOCOMOTIVE LEASING ("Lessor"), have heretofore entered into a Lease of Railroad Equipment ("Lease") dated January 25, 1989, covering thirty-three (33) locomotives.

The parties now wish to amend to Lease to reflect the renumbering of MP 2020 and MP 2015 as currently reflected in Annex A attached to the Lease.

NOW, THEREFORE, IT IS AGREED by and between the parties hereto as follows:

Group "A" within Annex A Unit Numbers MP 2020 and MP 2015 have been renumbered to UP 1808 and UP 1806 respectively. All other provisions of Annex A attached to the Lease shall remain in full force and effect.

Executed in four (4) original counterparts as of this ____ day of July, 1991.

HELM LOCOMOTIVE LEASING

By: [Signature]
Title: Executive Vice President

UNION PACIFIC RAILROAD COMPANY

By: [Signature]
Title: AVP-SUPPLY

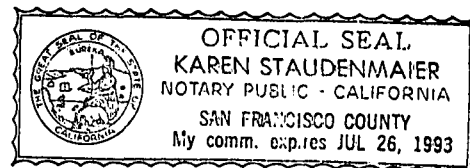
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 29th day of August, 1991, before me personally appeared David R. Eckels, to me personally known, who, being by me duly sworn, says that he is Exec. V.P. of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



STATE OF NEBRASKA)
) S
COUNTY OF DOUGLAS)

On this 19th day of August, 1991, before me personally appeared Jerry J. Habraken, to me personally known, who, being by me duly sworn, says that he is AVP-Supply of Union Pacific Railroad Company, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol A. Leo
Notary Public

My Commission Expires: October 6, 1992

[Notarial Seal]

